

RECORDATION NO. 27807 FILED

JAN 28 '09 -1 15 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

January 28, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Full Service Railcar Lease, dated as of November 25, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: BBRX One LLC
 885 Second Avenue
 New York, NY 10017

Lessee: Coaltrade, LLC
 701 Market Street
 St. Louis, Missouri 63101

Anne K. Quinlan, Esquire
January 28, 2009
Page 2

A description of the railroad equipment covered by the enclosed document is:

135 railcars: BNBX 853001 - BNBX 853135.

A short summary of the document to appear in the index is:

Memorandum of Full Service Railcar Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 27807 FILED

JAN 28 '09 --1 15 PM

MEMORANDUM OF FULL SERVICE RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF FULL SERVICE RAILCAR LEASE dated as of this 25th day of November, 2008, to that certain Master Full Service Railcar Lease dated as of November 25, 2008 between BBRX ONE LLC, a Delaware limited liability company and COALTRADE, LLC, a Delaware limited liability company (the "Lessee"), is made by the Lessor and Lessee and (the Lessor and together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, Lessor and the Lessee entered into that certain Master Full Service Railcar Lease dated as of November 25, 2008 and the Parties entered into that certain Schedule No. 01 thereto dated as of the same date (hereinafter as the same may from time to time be amended, modified or supplemented, the "Agreement"), covering the equipment listed on Exhibit A hereto (the "Cars");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date set forth below.


NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Cars to the Lessee in accordance with the terms and conditions of the Agreement, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

This Memorandum of Full Service Railcar Lease may be executed by the Parties in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has caused this Memorandum of Full Service Railcar Lease to be executed by a duly authorized officer or other representative as of the date set forth below.

BBRX ONE LLC, as Lessor

By: 
Name: Larry D. Miller
Title: Vice President
Date: 11-25-08

COALTRADE, LLC, as Lessee

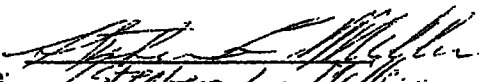
By: _____
Name: _____
Title: _____
Date: _____

IN WITNESS WHEREOF, the undersigned has caused this Memorandum of Full Service Railcar Lease to be executed by a duly authorized officer or other representative as of the date set forth below.

BBRX ONE LLC, as Lessor

By: _____
Name: _____
Title: _____
Date: _____

COALTRADE, LLC, as Lessee

By: 
Name: Stephen L. Miller
Title: President
Date: 11/24/18

STATE OF Connecticut)
COUNTY OF Fairfield) SS:

On Nov 25, 2008, before me, Linda Ardito, Notary Public, personally appeared Lawrence Littlefield personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



LINDA ARDITO
Notary Public
State of Connecticut
My Commission Expires April 30, 20 10

STATE OF MISSOURI)
COUNTY OF St. Louis)

SS:

On November 26, 2008, before me, Janice A. Stephenson, Notary Public, personally appeared Stephen L. Miller, personally known to me to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Janice A. Stephenson



EXHIBIT A
TO MEMORANDUM OF RAILCAR FULL SERVICE AGREEMENT

Quantity/Car Description

One hundred thirty-five (135) 4520 CF Aluminum body rotary dump BethGon II Coal Porter railcars, AAR Car Type Code J311, built by FreightCar America in 2005.

Car Mark/Numbers

BNBX	853001	BNBX	853046	BNBX	853091
BNBX	853002	BNBX	853047	BNBX	853092
BNBX	853003	BNBX	853048	BNBX	853093
BNBX	853004	BNBX	853049	BNBX	853094
BNBX	853005	BNBX	853050	BNBX	853095
BNBX	853006	BNBX	853051	BNBX	853096
BNBX	853007	BNBX	853052	BNBX	853097
BNBX	853008	BNBX	853053	BNBX	853098
BNBX	853009	BNBX	853054	BNBX	853099
BNBX	853010	BNBX	853055	BNBX	853100
BNBX	853011	BNBX	853056	BNBX	853101
BNBX	853012	BNBX	853057	BNBX	853102
BNBX	853013	BNBX	853058	BNBX	853103
BNBX	853014	BNBX	853059	BNBX	853104
BNBX	853015	BNBX	853060	BNBX	853105
BNBX	853016	BNBX	853061	BNBX	853106
BNBX	853017	BNBX	853062	BNBX	853107
BNBX	853018	BNBX	853063	BNBX	853108
BNBX	853019	BNBX	853064	BNBX	853109
BNBX	853020	BNBX	853065	BNBX	853110
BNBX	853021	BNBX	853066	BNBX	853111
BNBX	853022	BNBX	853067	BNBX	853112
BNBX	853023	BNBX	853068	BNBX	853113
BNBX	853024	BNBX	853069	BNBX	853114
BNBX	853025	BNBX	853070	BNBX	853115
BNBX	853026	BNBX	853071	BNBX	853116
BNBX	853027	BNBX	853072	BNBX	853117
BNBX	853028	BNBX	853073	BNBX	853118
BNBX	853029	BNBX	853074	BNBX	853119
BNBX	853030	BNBX	853075	BNBX	853120
BNBX	853031	BNBX	853076	BNBX	853121
BNBX	853032	BNBX	853077	BNBX	853122
BNBX	853033	BNBX	853078	BNBX	853123
BNBX	853034	BNBX	853079	BNBX	853124
BNBX	853035	BNBX	853080	BNBX	853125
BNBX	853036	BNBX	853081	BNBX	853126
BNBX	853037	BNBX	853082	BNBX	853127
BNBX	853038	BNBX	853083	BNBX	853128
BNBX	853039	BNBX	853084	BNBX	853129
BNBX	853040	BNBX	853085	BNBX	853130
BNBX	853041	BNBX	853086	BNBX	853131
BNBX	853042	BNBX	853087	BNBX	853132
BNBX	853043	BNBX	853088	BNBX	853133
BNBX	853044	BNBX	853089	BNBX	853134
BNBX	853045	BNBX	853090	BNBX	853135

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

1/28/09



Robert W. Alvord